

INGRAM ORRIN H II
Form 4
January 23, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
INGRAM ORRIN H II

2. Issuer Name and Ticker or Trading Symbol
INGRAM MICRO INC [IM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O INGRAM INDUSTRIES
INC., ONE BELLE MEADE PLACE
4400 HARDING ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NASHVILLE, TN 37205

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 01/20/2012 | | M ⁽¹⁾ | A | \$ 17.9 | 211,427 | D |
| Class A Common Stock | 01/20/2012 | | S ⁽¹⁾ | D | \$ 19 | 204,958 | D |
| Class A Common Stock | | | | | | 16,972 | I ⁽²⁾ See Footnote 2 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase <u>(3)</u> | \$ 17.9 | 01/20/2012 | | M | 539 | 03/01/2002 01/31/2012 | Class A Common Stock | 539 | \$ |
| Options to purchase <u>(3)</u> | \$ 17.9 | 01/20/2012 | | M | 539 | 04/01/2002 01/31/2012 | Class A Common Stock | 539 | \$ |
| Options to purchase <u>(3)</u> | \$ 17.9 | 01/20/2012 | | M | 539 | 05/01/2002 01/31/2012 | Class A Common Stock | 539 | \$ |
| Options to purchase <u>(3)</u> | \$ 17.9 | 01/20/2012 | | M | 539 | 06/01/2002 01/31/2012 | Class A Common Stock | 539 | \$ |
| Options to purchase <u>(3)</u> | \$ 17.9 | 01/20/2012 | | M | 539 | 07/01/2002 01/31/2012 | Class A Common Stock | 539 | \$ |
| Options to purchase <u>(3)</u> | \$ 17.9 | 01/20/2012 | | M | 539 | 08/01/2002 01/31/2012 | Class A Common Stock | 539 | \$ |
| Options to | \$ 17.9 | 01/20/2012 | | M | 539 | 09/01/2002 01/31/2012 | Class A Common | 539 | \$ |

| | | | | | | | | | | |
|---|---------|------------|---|-----|------------|------------|----------------------------|-------|----|--|
| <u>(3)</u> purchase | | | | | | | | Stock | | |
| <u>(3)</u> Options to purchase | \$ 17.9 | 01/20/2012 | M | 539 | 10/01/2002 | 01/31/2012 | Class A Common Stock | 539 | \$ | |
| <u>(3)</u> Options to purchase | \$ 17.9 | 01/20/2012 | M | 539 | 11/01/2002 | 01/31/2012 | Class A Common Stock | 539 | \$ | |
| <u>(3)</u> Options to purchase | \$ 17.9 | 01/20/2012 | M | 539 | 12/01/2002 | 01/31/2012 | Class A Common Stock | 539 | \$ | |
| <u>(3)</u> Options to purchase | \$ 17.9 | 01/20/2012 | M | 539 | 01/01/2003 | 01/31/2012 | Class A Common Stock | 539 | \$ | |
| <u>(3)</u> Options to purchase | \$ 17.9 | 01/20/2012 | M | 540 | 02/01/2003 | 01/31/2012 | Class A Common Stock | 510 | \$ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| INGRAM ORRIN H II C/O INGRAM INDUSTRIES INC. ONE BELLE MEADE PLACE 4400 HARDING ROAD NASHVILLE, TN 37205 | X | | | |

Signatures

Lily Yan Arevalo for Orrin H. 01/23/2012
Ingram

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The above transactions were pursuant to a trading plan entered into on May 11, 2011 (during a trading window), in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) Held in tax-conditioned plan.
- (3) Granted pursuant to the Issuer's 2000 Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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